

**A Preliminary Resolution of the Common Council of the City of Evansville
Declaring an Economic Revitalization Area for Property Tax Phase-In for
the Acquisition and Installation of Manufacturing Equipment**

**Berry Plastics Corporation (and its subsidiaries)
(101 Oakley Street, Evansville, IN)**

Whereas, Berry Plastics Corporation and its subsidiaries (the "Applicant") has submitted a Statement of Benefits and made application for Economic Revitalization Area designation pursuant to IC 6-1.1-12.1 et seq. and Evansville Common Council Resolution C-2002-3 as Amended (the "Tax Phase-In Resolution") for the property located at: See Section 1e.; and

Whereas, said property meets the criteria for designation as an Economic Revitalization Area pursuant to IC 6-1.1-12.1- et seq;

NOW THEREFORE, BE IT RESOLVED by the Common Council of the City of Evansville as follows:

Section 1. The Common Council has reviewed the Statement of Benefits and additional information submitted pursuant to I.C. 6-1.1-12.1 and Common Council Resolution C-2002-3 as Amended and made the following findings:

- a. The estimate of the value for the installation of new manufacturing equipment by the Applicant is reasonable for projects of that type; and
- b. The estimate of the number of individuals who will be employed or whose employment will be retained by the project can be reasonably expected to result from the proposed acquisition and installation of manufacturing equipment; and
- c. The estimate of the annual salaries of those individuals who will be employed or whose employment will be retained by this project can reasonably be expected to result from the proposed acquisition and installation of manufacturing equipment; and
- d. The totality of benefits likely to accrue from this project is sufficient to justify a tax deduction.
- e. The property known as:

Parcel ID: 82-06-19-026-003.001-029 and 82-06-19-026-002.001-029
Isabella PL Lots 26 thru 47 and Lots 47 and Lots 54 thru 57 Vac Alley.

has been found to meet the requirements of an Economic Revitalization Area pursuant to IC 6-1.1-12.1.

FILED

JAN 16 2014

Anna W. Winkler
CITY CLERK

Section 2. Based on these findings, the Common Council has determined that the purposes of I.C. 6-1.1-12.1 are served by allowing the deduction and the property described in Section 1.e. (above) is hereby declared to be an Economic Revitalization Area.

Section 3. The designation of this Economic Revitalization Areas shall apply to property tax deductions for "real property" and "personal property" as provided in IC 6-1.1-12.1-4.5 and IC 6-1.1-12.1-3.

Section 4. The designation of this Economic Revitalization Area shall be in effect up to and including **December 31, 2025**.

Section 5. The length of deduction to be allowed for this project for "real property" and "personal property" shall be for **10** years for both Real and Personal Property as described on their SB-1 (and attached hereto) based on the scheduled provided – Real Property based per schedule on Attachment 1 and Personal Property based on Attachment 2.

Section 6. The Statement of Benefits submitted by the applicant and dated December 23, 2014 is hereby approved.

Section 7. Benefits provided by this Preliminary Resolution shall accrue and be valid for any equipment or investment made prior to the passage of this resolution, but not before December 23, 2013, as provided by the SB-1 attached hereto.

Section 8. This Resolution shall be in full force and effect from and after its passage by the Common Council, signing by the Mayor, and advertisements, if any, as required by law.

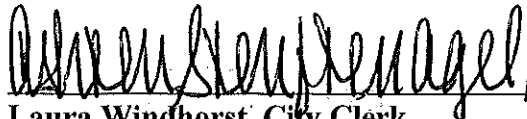
PASSED BY the Common Council of the City of Evansville, Indiana, on the 10th day of February, 2014, on said day signed by the President of the Common Council and attested by the City Clerk.




President of the Common Council, John Friend

ATTEST: 
Laura Windhorst, City Clerk DEPUTY

Presented by me, the undersigned City Clerk of the City of Evansville, Indiana, to the Mayor of said city, this 11th day of February, 2014, for his consideration and action thereon.


Laura Windhorst, City Clerk DEPUTY
City of Evansville, Indiana

Having examined the foregoing resolution, I do now, as Mayor of the City of Evansville, Indiana, approve said resolution and return the same to the City Clerk this 12th day of FEBRUARY, 2014.


Lloyd Winnecke, Mayor
City of Evansville, Indiana

APPROVED AS TO FORM
BY TED ZIEMER, CORPORATION COUNSEL

1882

1882

1882

Attachment 1

Real Property Schedule

Parcel ID: 82-06-19-026-003.001-029

Resolution C-2014-1

**Berry Plastics Corporation and its subsidiaries
(101 Oakley Street, Evansville, IN)**

Year	Abatement
1	100%
2	95%
3	80%
4	65%
5	50%
6	40%
7	30%
8	20%
9	10%
10	5%
11	0%

Attachment 2

Personal Property Schedule

Parcel ID: 82-06-19-026-003.001-029

Resolution C-2014-1

**Berry Plastics Corporation and its subsidiaries
(101 Oakley Street, Evansville, IN)**

Year	Abatement
1	100%
2	100%
3	100%
4	100%
5	80%
6	70%
7	60%
8	50%
9	40%
10	30%
11	0%

Report to Mayor and City Council | 2014



Council Meeting 1/27/2014

SUBJECT: The Growth Alliance has worked closely with Berry Plastics assisting/facilitating discussions between the various entities including, other communities, the rail road and utility providers. The other communities, besides Evansville, to develop a total package included Richmond, IN and Princeton, IN.

Berry Plastics Group, Inc. is a leading global manufacturer and marketer of value-added plastic consumer packaging and engineered materials. With a long-standing track record of delivering high-quality customized solutions to their customers, their products are designed utilizing proprietary research and unique development and manufacturing technologies. These technologies foster the innovation of their products, which include open top and closed top packaging, polyethylene-based plastic films, industrial tapes, medical specialties, flexible packaging, heat-shrinkable coatings, specialty laminates, and FIBCs (bulk bags). To augment their product offering, they have been one of the most active acquirers of plastic packaging businesses globally, having acquired more than 30 businesses since 1988.

Berry currently employs 2,041 in the Evansville/Vanderburgh County.

They are considering an Investment in Evansville according to the following:

- **\$25 million in New Equipment** (personal property) to Indiana, relocated from operations in another state
- **\$10 million New Infrastructure** (real property) Upgrades
- **\$11 million New Printing Equipment** (personal property)
- **\$10 million in Moving Expenses** to relocate equipment
-

With this investment comes the addition of **280 new jobs with average wage rate of \$18.50/hour, plus benefits**, representing the vast majority of the 336 total jobs that will be coming to the State of Indiana.

State of Indiana offer:

\$2,350,000 EDGE Credits

\$300,000 Skills Enhancement Funds (Training)

Fiscal Impact: Total, positive, Economic Impact of this project for Evansville is:

\$18,255,617,231 over the next 10 years; or, over \$1.8 billion/year.

Recommendation: Understanding the requirements of the project related to location choice, working closely with the executives at Berry Plastic, and reviewing offers available to Berry Plastics from communities outside the State of Indiana, we are recommending the following local incentive package.

FILED
JAN 16 2014
Anna W. Johnson
CITY CLERK

Report to Mayor and City Council | 2014

This is the package that is required to land this project:

- 10-year tax phase in on Real Property using standard phase in percentages Value approx. **\$1,706,859.00**
- 10-year tax phase in on Personal Property using a accelerated schedule of 100% for the first four years, 80% for the 5th year, 70% for the 6th year, 60% for the 7th year, 50% for the 8th year, 40% for the 9th year and 30% for the 10th and final year. Using this schedule, Berry received an additional \$200,000 +/- during the entire 10 year phase over a standard tax phase in - Value approx. **\$2,838,450.**
- A grant of **\$100,000** for Training assistance; requires 50/50 match and applicable to Evansville residents hired over the first 2 years of project implementation.

The total value to Berry would be approximately \$4.6 Million and the project would generate a positive, Economic Impact of over \$1.8 Billion per year for Evansville.

The Growth Alliance has requested, and Berry has agreed to, execution of an agreement with the City that would require Berry to reimburse the City for an agreed to amount of the value of the benefits received to date in the event they would decide to relocate these new jobs to another community within the 10 year period. This type of agreement has been referred to as a "claw back agreement" on prior projects.

Richmond, Indiana has offered for their portion of the project (which includes \$1 million in new equipment investment and 50 jobs averaging \$18.50/hour plus benefits);

10 year tax phase in

\$85,000 cash reimbursement for expenses related to relocating to Wayne County Indiana.

We are confident, based on negotiations, that the incentive package outlined above is required to land the 280 jobs in Evansville.

Attachments:

Preliminary Resolution C-2014-1

Application for Economic Revitalization Area Designation

City of Evansville Offer Letter

State of Indiana Application for Incentives

State of Indiana Offer Letter

Form SB-1/Real Property

Form SB-1/PP

Scoring sheet for Real Property

Scoring sheet for Personal Property

For additional information contact:

Chris Kinnett, Business Development Director

Growth Alliance for Greater Evansville

812 492 4384

<mailto:chris@growthallianceevv.com>



Application for Economic Revitalization Area Designation

General Information			
Name of Taxpayer Seeking Phase-In	Berry Plastics Group, Inc.		
Street Address of Taxpayer	101 Oakley Street		
City, State, Zip	Evansville, IN 47710		
Name of Authorized Representative	Mark Miles (or Kevin Wilson: 812-306-2947)		
Street Address of Authorized Representative	101 Oakley Street		
City, State, Zip	Evansville, IN 47710		
Phone and Fax	812-434-9397; 812-434-9697		
Proposed Project Information			
Address of Property	101 Oakley Street	Tax Code(s) for Property	82-06-19-026/003-001-029
Size of Property (sf)	1,023,000 sf	NAICS Code	326100
City, State, Zip	Evansville, IN 47710	Current Zoning	340-Lt Mfg & Assembly
Township	Pigeon	TIF District	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Legal Description of Property	82-06-19-026/003-001-029		
Provide a brief description of the applicant's business, including company history, products(s), facilities, sales and corporate growth, and corporate employment. Also discuss any applicable future growth, planned expansions, and/or corporate diversification, where applicable. (You may attach it as "Company Profile")			
<p>Berry Plastics Group, Inc. is a leading provider of value-added plastic consumer packaging and engineered materials delivering high-quality customized solutions to our customers with annual net sales of \$4.8 billion in fiscal 2012. With world headquarters in Evansville, Indiana, the Company's common stock is listed on the New York Stock Exchange under the ticker symbol BERY. For additional information, visit the Company's website at www.berryplastics.com.</p>			
Project Overview			
Provide a Detailed Description of the Proposed Project (including how the Subject Property will be used, physical changes made to the property)	Berry has announced an aggressive cost reduction program including consolidation of several plants. The closure of the Alsip/Chicago IL plant in the ROTD provides an opportunity for significant business expansion in the states of IN, KS, OH, KY or LA pending the receipt of various states incentive package offers and the optimum strategic rationale for the business and customers. In considering IN (including Evansville [plant & airport], Princeton and Richmond), the issues with CSX (rail access) and Vectren (rate accommodation) will need to be resolved to Berry's satisfaction. The overall plan includes ~\$25mm in equipment moves into the state (new) and ~300 new jobs in the selected state with wage rates averaging \$18.50/hour, \$10mm in costs to move the equipment, ~\$10mm in capex for additional infrastructure and ~\$11mm in capex for new printing equipment.		
*Will the Project Require Additional Municipal Services or Facilities?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Additional RM/resin requiring completion of the rail access on Division (CSX deal) and additional power at competitive rates (Vectren deal).	
*If yes please state need			

Update: Tuesday, August 13, 2013

Employment/Benefit Information						
Project Cost Estimate	Current Year	Year 1	Year 2	Year 3	Year 4	Year 5
Purchase of real estate and improvements	moving costs	9,000,000				
Site preparation						
Demolition						
Construction of new structures						
Rehabilitation of existing structures		2,000,000				
Infrastructure improvements		7,000,000				
Architecture & engineering fees						
Development fees						
Total cost of manufacturing and research & development equipment – new to Indiana		36,000,000				
Total project cost for real estate component of project						
Has this new equipment ever been installed and in use elsewhere in the state of Indiana?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		Date new manufacturing/research & development equipment is to be installed?			Q1 & Q2 2014

Calendar Year	Number of Current Full-Time Permanent Employees at Project	Hourly/Average Wage W/O Fringe Benefits/Bonuses	New Full-Time Permanent Employees at Project	Number of Part-Time Employees
3 Years Ago	1879	\$20.19		
2 Years Ago	1790	\$21.51		
1 Year Ago	1904	\$22.23		
Current Year	2041	\$22.71		
Year 1		\$18.50	280	
Year 2				
Year 3				
Year 4				

If Tax Phase-In were not granted, how many current jobs would be lost or jeopardized? If any, please attach a supporting explanation (attach as "Potential Job Loss")		It is difficult to determine exact job loss without the City's efforts but could be substantial at current location without the City's efforts.			
Identify the type(s) of work or position(s) of the new employees.	General labor, packers, equipment operators, maintenance, leaders etc	Employees' Educational Requirements (Percentage of new hires)			
		High School Diploma	2 yr Degree/Certificate	4 yr Degree	>4 yr Degree
		75%	15%	10%	0%
Identify the company benefits offered to employees.	Full package including medical, dental, vision, life, disability, retirement (401K), bonus, etc				
What is the value of these benefits (as a percentage of base pay)?	~25%	Does the taxpayer have an affirmative action plan?		Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	

Contribution of Company	
In what ways has the company contributed to the improvement of the neighborhood or surrounding area, or participated in community activities or programs?	Habitat, United Way, Boys & Girls Club, Recycle/Green programs, plant tours for schools, Jacobsville, etc
Is it your intent to use your best efforts to hire local contractors for the building and/or installation of equipment?	YES


*Please attach any additional information that you feel will assist in evaluated this request for property tax phase-in.

 Click "Sign" to fill out and sign this form. When you are done, you can save a copy by clicking "Done Signing".

I understand that if tax phase-in is granted for this project, that the Applicant will be required to submit a "Compliance with Statement of Benefits" form annually; and

It is my further understanding that if the Applicant should fail to comply with its commitments in job creation, job retention, project investment and/or any other commitments associated with its tax phase-in application, that the designating body has the right, after conducting a public hearing, to terminate said tax phase-in deductions.

I hereby affirm and certify that the information and representations of fact made in this application are true and complete.

Signature: 
MARK MILES
 Date: 12/23/13

Title: CFO

For this application to be complete, it must be accompanied by a signed "Statement of Benefits" (State Form 27167) and a check for the appropriate application fee. The check should be made payable to the Growth Alliance for Greater Evansville (GAGE).

Application Fees:

Real Estate Improvements	\$500.00
New Manufacturing or Research & Development Equipment	\$250.00

Application Fee Submitted: 12/23/2013 *CM*

Growth Alliance for Greater Evansville
 Phone: (812) 401.4243
 Email: info@GrowthAllianceEvv.com
 www.GrowthAllianceEvv.com

Update: Tuesday, August 13, 2013

CITY OF EVANSVILLE

ONE N.W. MARTIN LUTHER KING, JR. BLVD. • ROOM 302
EVANSVILLE, INDIANA 47708-1833

OFFICE OF THE MAYOR
LLOYD WINNEOKE

(812) 436-4962 • FAX (812) 436-4966 • TDD/TTY (812) 436-4928
www.EvansvilleGov.org

December 6, 2013

Mr. Mark Miles
Berry Plastics
Evansville, IN

Dear Mr. Miles:

The following letter outlines the City of Evansville's commitments¹ to Berry Plastics (Berry) with respect to the expansion/retention of Berry's expansion located in Evansville, Indiana. Berry's expansion project will consist of approximately \$10 million in new infrastructure, \$11 million personal property investment in printing equipment and approximately \$25,000,000 of equipment new to the State of Indiana, the retention of approximately 530 existing jobs and the creation of 280 new jobs at an average wage of approximately \$18.50 per hour.

Financial Assistance Funded From Tax Phase-In

The City will offer a 10-year Tax Phase-In on real property investment and a Modified Schedule of Tax Abatement on personal property investment for the purpose of assisting Berry Plastics with the Project. Tax Phase-In allows for the gradual phasing in of property tax that has occurred due to an increase in assessed value of a building and/or the purchase of equipment. In a 10-year Tax Phase-In, any additional tax owed due to construction of or improvements made to the building and/or purchase of certain equipment, occur in graduated steps. Full taxes on these improvements will commence in the 11th year. The Modified Schedule of Tax Abatement allows for more aggressive abatement.

The 10-year Tax Phase-IN for real property provides an estimated value of \$1,706,859.00² based on the traditional Tax Phase-In schedule. The estimated gross and present value of the Modified Schedule of Tax Abatement has an estimated value of \$2,838,450 for personal property² based on a modified schedule of 100% abatement in years 1-4, 80% abatement in year 5, 70% abatement in year 6, 60% abatement in year 7, 50% abatement in year 8, 40% abatement in year 9 and 30% abatement in years 10.³

¹ The commitments outlined in this letter do not include any incentive or assistance which may be offered directly to Berry by the Indiana Economic Development Corporation or any other governmental units.

² This is an approximate amount, and is dependent upon assumptions and projections of property tax rates and depreciation.

³ This is an approximate amount and is dependent upon assumptions and projections of property tax rates.

Training Grant – City of Evansville

The City will offer a Hiring/Training Grant in support of other incentives received by Berry from the State of Indiana or State Workforce Development. The local hiring/training grant allows for a broad range of flexibility to support training activities, relocating machinery/equipment to be used in manufacturing process and training process, and/or recruitment. Further discussions could help identify the specific needs of Berry. This hiring/training grant is for a 50/50 company hiring/training match of \$1,000 for every Evansville resident hired over the next 2 years, up to a maximum of \$100,000.

Limitation on City Obligations

The City's financial obligations to Berry with respect to the Project shall be limited to the Financial Assistance Commitment described above. Berry shall be responsible for completion of the Project, including but not limited to real property investment.

Approvals

The Incentives are subject to further local action and approvals, which the City will pursue promptly upon acceptance hereof by Berry.

Conditions

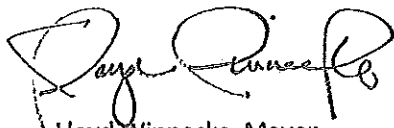
The Incentives are based upon Berry (a) retention of 530 employees and the creation of 280 additional positions at the Project location by the dates and with hourly wages as described in the Indiana Project Profile and (b) making the investment in personal property in the amounts and by the dates as described within the Indiana Project Profile.

If for any reason Berry does not timely fulfill the employment, hourly wage, or projected investment, the City reserves the right, by Indiana Statute or pursuant to the terms of the above noted Project Agreement, to receive back from the Company a rebate of the Incentives pursuant to the terms of the Project Agreement.

The City will limit its investment to the amount of the Financial Assistance Commitment. It shall be the responsibility of Berry to provide for all costs associated with the Project, including but not limited to, investment in real property.

The City's offer will remain available for written acceptance by Berry until December 30, 2013. Please confirm your acceptance hereof by dating, signing and returning a signed copy. We are excited about Berry's Project and look forward to working with you to ensure that your company continues its success in our community.


Sincerely,



Lloyd Winnecke, Mayor
City of Evansville

LW/mc

ACCEPTED: Berry Plastics

By:  _____

Date: 12/22/18

MARK MILES, CFO
Printed Name and Title



Indiana Economic Development Corporation ("IEDC")

Application for Incentives

General Information		Project Owner: Charles Sparks		Project Number: 416533	
Legal Name as registered with Indiana Secretary of State ("Company")		Berry Plastics Corp			
Federal Employer Identification Number (FEIN)		35-1814673			
Business Structure		C-Corporation			
NAICS Code (6 Digits)		326100			
Company's Taxable Year End (M/D)		9/30			
Company Website		www.berryplastics.com			
Proposed Project Information					
Proposed Project Address	101 Oakley Street	Parent Company	Berry Plastics Group Inc		
City, State, Zip	Evansville, IN, 47710	Parent FEIN	20-5234618		
Proposed Project County	Vanderburgh;	Parent Country	United States of America		
Primary Contact Information					
Primary Company Contact's Name	Kevin Wilson	Title	Director Corporate Development		
Address of Company Contact (if different from above)	101 Oakley Street	Phone and Fax	Phone: (812) 306-2947 Fax: (812) 492-1052		
City, State, Zip	Evansville, IN, 47710	Email	kevinwilson@berryplastics.com		
Senior Official Information					
Senior Company Official Name	Mark Miles	Title	CFO		
Address of Senior Official (if different from above)	101 Oakley Street	Phone and Fax	Phone: (812) 434-9397 Fax: (812) 434-9697		
City, State, Zip	Evansville, IN, 47710	Email	markmiles@berryplastics.com		
Consultant Information					
Company's Hired Business Consultant Name (if applicable)		Consultant Release	Yes		
Address		Local Economic Development Organization Release	Yes		
City, State, Zip	..	Email			
Project Overview					
Description	See City/County app; overall plant consolidation creates opportunity for IN to obtain \$25mm (NBV) in equipment moved into the state (new) plus ~336 jobs in several locations including Evansville, Richmond, Princeton at average wage rate of \$18.50 per hour; \$10mm in costs to move equipment \$10mm in capex for infrastructure and \$11mm in capex for new equipment.				
Certified Technology Park?	No				
Community Revitalization Enhancement District?	No				
Has the Company applied for Indiana's Venture Capital Investment Tax Credit for the project?	No				

New Project Investments						
Calendar Year	2013	2014	2015	2016	2017	TOTAL
Land Acquisition	\$0	\$0	\$0	\$0	\$0	\$0
Building Lease Payments	\$0	\$0	\$0	\$0	\$0	\$0
Building Purchase Costs	\$0	\$0	\$0	\$0	\$0	\$0
New Building Construction	\$0	\$0	\$0	\$0	\$0	\$0
Existing Building Improvements	\$0	\$10,000,000	\$0	\$0	\$0	\$10,000,000
New Machinery and Equipment	\$0	\$11,000,000	\$0	\$0	\$0	\$11,000,000
Special Tooling / Retooling	\$0	\$0	\$0	\$0	\$0	\$0
New Furniture and Fixtures	\$0	\$0	\$0	\$0	\$0	\$0
New Computer / IT Hardware	\$0	\$0	\$0	\$0	\$0	\$0
New Software	\$0	\$0	\$0	\$0	\$0	\$0
On-Site Rail Infrastructure	\$0	\$0	\$0	\$0	\$0	\$0
On-Site Fiber Infrastructure	\$0	\$0	\$0	\$0	\$0	\$0
TOTAL	\$0	\$21,000,000	\$0	\$0	\$0	\$21,000,000

Investment Details			
Public Infrastructure Needs (Off-site of project)	*Potential Qualified Investment under the Hoosier Business Investment ("HBI")	The approximate % qualified HBI expenditure that the Company expects to spend with Indiana businesses:	Used equipment purchased in Indiana, or transferred from out-of-state, for project
\$0	\$21,000,000	80.00%	\$25,000,000

Full-Time Permanent Indiana-Resident Positions by Calendar Year						
Calendar Year	Number of Full-Time Permanent Indiana-Resident Employees at Project	Hourly Average Wage W/O Fringe Benefits / Bonuses	Cumulative Number of Net New Full-Time Permanent Indiana-Resident Employees at Project	Hourly Average Wage, excluding benefits or bonuses, of Cumulative Net New Jobs	Total Training Expenditure (Not Cumulative)	Total Employees to be Trained (Not Cumulative)
1 Year Ago	2098	\$21.81				
Now	2235	\$22.27				
2013			0	\$0.00		0
2014			336	\$18.50	\$774,000	194
2015			336	\$18.75		0
2016			336	\$19.00		
Description of the company's specific training needs for the location	<p>Training will be needed for production positions up to and including technical positions such as process technicians, tooling and maintenance personnel. It is essential to train employees on our processes so employees have the vital knowledge and understanding of their assigned positions and to help enhance and develop skills necessary to proficiently work in these positions. By assigning designated trainers to conduct new hire training, this allows us the ability to disseminate knowledge and skills to our workforce that is specific to our company needs and requirements.</p>					

Tax Liability Information by Year					
Calendar Year	2013	2014	2015	2016	Prior Year Tax Liability (If C-Corporation)
Expected Indiana Corporate Tax Liability from AGI (entire company)	\$4,400,000	\$12,500,000	\$14,600,000	\$13,700,000	
Expected Indiana Corporate Tax Liability from AGI (due solely to project)	\$0	\$0	\$0	\$0	\$3,500,000

Submitted By: **MARK MILES, CFO** Submitted On: **12/27/13**



AStateThatWorks.com

December 11, 2013

Mark Miles
Chief Financial Officer
Berry Plastics Corporation
101 Oakley Street
Evansville, IN 47710

Project ID: 416533

Dear Mr. Miles:

The Indiana Economic Development Corporation ("IEDC") is pleased to learn that Berry Plastics Corporation (the "Company") is considering Vanderburgh County as a site for its expansion ("Project"). We have been advised that the Project involves a capital investment of approximately \$21 million and the creation of approximately 336 net new full-time positions for Indiana resident employees, earning an average wage of \$18.50 an hour by 2014, over and above the commitments agreed to under Project ID 416156.

Training Assistance

The IEDC will offer a grant of up to \$300,000 from the Skills Enhancement Fund to facilitate job skills training. This flexible program will provide partial reimbursement for a wide variety of training costs. The grant may be provided for qualified training expenses incurred through December 31, 2015.

Economic Development for a Growing Economy Program

The IEDC will offer up to \$2,350,000 in Economic Development for a Growing Economy ("EDGE") tax credits which may be certified over a period not to exceed years (2014-2023). The calculation is based on the creation of 336 net new full-time positions for Indiana resident employees in connection with the Project, earning an average wage of \$18.50 per hour by year 2014. The current employment level of 2235 employees will be established as the base above which new employees can be counted toward the job creation goal. In order to receive an EDGE tax credit, the Company must commit to the location and operation of the Project in Indiana for at least two (2) years after the last year in which an EDGE tax credit is claimed.

The proposal set forth in this letter shall remain available for acceptance by the Company until December 15, 2013. Failure to respond by this date may result in cancellation of this offer of assistance. As we proceed forward, the base employment level will be verified upon receipt by the IEDC of the Company's employment level certification. Upon request, the Company must also provide the IEDC an update on the status of the Project. All incentives are subject to the final review and approval of the IEDC. This letter supersedes any and all previous correspondence concerning this project.

Mark Miles
Page 3
December 11, 2013
Project ID: 416533

The Company accepts the above offer of the Indiana Economic Development Corporation (IEDC) and desires to work with the IEDC to confirm all application information and complete these incentives through the execution of final incentive agreements, all in due course. The company affirms that the IEDC incentives offered in this letter are a major factor in the Company's decision to proceed with the project as summarized herein. The undersigned represents that he or she is duly authorized to accept this offer on behalf of the Company.

Berry Plastics Corporation

By: m

Printed: MARK MILES

Its: CFO

Company: BERRY PLASTICS CORP

Date: 12/23/13



STATEMENT OF BENEFITS REAL ESTATE IMPROVEMENTS

State Form 51767 (R2 / 1-07)

Prescribed by the Department of Local Government Finance

20__ PAY 20__

FORM SB-1 / Real Property

This statement is being completed for real property that qualifies under the following Indiana Code (check one box):

- ☒ Redevelopment or rehabilitation of real estate improvements (IC 6-1.1-12.1-4)
☐ Eligible vacant building (IC 6-1.1-12.1-4.8)

INSTRUCTIONS:

- This statement must be submitted to the body designating the Economic Revitalization Area prior to the public hearing if the designating body requires information from the applicant in making its decision about whether to designate an Economic Revitalization Area. Otherwise this statement must be submitted to the designating body **BEFORE** the redevelopment or rehabilitation of real property for which the person wishes to claim a deduction. "Projects" planned or committed to after July 1, 1987, and areas designated after July 1, 1987, require a STATEMENT OF BENEFITS. (IC 6-1.1-12.1)
- Approval of the designating body (City Council, Town Board, County Council, etc.) must be obtained prior to initiation of the redevelopment or rehabilitation, **BEFORE** a deduction may be approved.
- To obtain a deduction, application Form 322 ERA/RE or Form 322 ERA/VBD, Whichever is applicable, must be filed with the County Auditor by the later of: (1) May 10; or (2) thirty (30) days after the notice of addition to assessed valuation or new assessment is mailed to the property owner at the address shown on the records of the township assessor.
- Property owners whose Statement of Benefits was approved after June 30, 1991, must attach a Form CF-1/Real Property annually to the application to show compliance with the Statement of Benefits. [IC 6-1.1-12.1-5.1(b) and IC 6-1.1-12.1-5.3(j)]
- The schedules established under IC 6-1.1-12.1-4(d) for rehabilitated property and under IC 6-1.1-12.1-4.8(1) for vacant buildings apply to any statement of benefits approved on or after July 1, 2000. The schedules effective prior to July 1, 2000, shall continue to apply to a statement of benefits filed before July 1, 2000.

SECTION 1		TAXPAYER INFORMATION				
Name of taxpayer Berry Plastics Corp						
Address of taxpayer (number and street, city, state, and ZIP code) 101 Oakley Street Evansville, IN 47710						
Name of contact person Kevin Wilson		Telephone number (812) 306-2947		E-mail address kevinwilson@berryplastics.com		
SECTION 2		LOCATION AND DESCRIPTION OF PROPOSED PROJECT				
Name of designating body				Resolution number		
Location of property 101 Oakley Street Evansville, IN 47710		County Vanderburgh		DLGF taxing district number		
Description of real property improvements, redevelopment, or rehabilitation (use additional sheets if necessary) See City/County application				Estimated start date (month, day, year) 01/01/2014		
				Estimated completion date (month, day, year) 06/30/2014		
SECTION 3		ESTIMATE OF EMPLOYEES AND SALARIES AS RESULT OF PROPOSED PROJECT				
Current number 2041.00	Salaries \$22.71	Number retained 2041.00	Salaries \$22.71	Number additional 280.00	Salaries \$18.50	
SECTION 4		ESTIMATED TOTAL COST AND VALUE OF PROPOSED PROJECT				
NOTE: Pursuant to IC 6-1.1-12.1-5.1 (d) (2) the COST of the property is confidential.		REAL ESTATE IMPROVEMENTS				
		COST		ASSESSED VALUE		
		Current values		26256479.00	19636147.00	
		Plus estimated values of proposed project		10000000.00		
		Less values of any property being replaced		0.00		
		Net estimated values upon completion of project		36256479.00	19636147.00	
SECTION 5		WASTE CONVERTED AND OTHER BENEFITS PROMISED BY THE TAXPAYER				
Estimated solid waste converted (pounds) _____		Estimated hazardous waste converted (pounds) _____				
Other benefits						
SECTION 6		TAXPAYER CERTIFICATION				
I hereby certify that the representations in this statement are true.						
Signature of authorized representative MARK MILES		Title CEO		Date signed (month, day, year) 12/23/13		

FOR USE OF THE DESIGNATING BODY

We have reviewed our prior actions relating to the designation of this Economic Revitalization Area and find that the applicant meets the general standards adopted in the resolution previously approved by this body. Said resolution, passed under IC 6-1.1-12.1, provides for the following limitations:

- A. The designated area has been limited to a period of time not to exceed 3 calendar years * (see below). The date this designation expires is 12/23/2016.
- B. The type of deduction that is allowed in the designated area is limited to:
- | | | |
|--|---|--|
| 1. Redevelopment or rehabilitation of real estate improvements | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2. Residentially distressed areas | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 3. Occupancy of a vacant building | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
- C. The amount of the deduction applicable is limited to \$ N/A.
- D. Other limitations or conditions (specify) N/A
- E. The deduction is allowed for 10 years* (see below).

We have also reviewed the information contained in the statement of benefits and find that the estimates and expectations are reasonable and have determined that the totality of benefits is sufficient to justify the deduction described above.

Approved (signature and title of authorized member of designating body)	Telephone number	Date signed (month, day, year)
Attested by (signature and title of attester)	Designated body	

* If the designating body limits the time period during which an area is an economic revitalization area, it does not limit the length of time a taxpayer is entitled to receive a deduction to a number of years designated under IC 6-1.12-12.1-4.

- A. For residentially distressed areas, the deduction period may not exceed five (5) years.
- B. For redevelopment and rehabilitation or real estate improvements:
1. If the Economic Revitalization Area was designated prior to July 1, 2000, the deduction period is limited to three (3), six (6), or ten (10) years.
 2. If the Economic Revitalization Area was designated after June 20, 2000, the deduction period may not exceed ten (10) years.
- C. For vacant buildings, the deduction period may not exceed two (2) years.



STATEMENT OF BENEFITS PERSONAL PROPERTY

State Form 51764 (R / 1-06)

Prescribed by the Department of Local Government Finance

FORM SB-1 / PP

PRIVACY NOTICE

The cost and any specific individual's salary information is confidential; the balance of the filing is public record per IC 6-1.1-12.1-5.1 (c) and (d).

INSTRUCTIONS:

1. This statement must be submitted to the body designating the Economic Revitalization Area prior to the public hearing if the designating body requires information from the applicant in making its decision about whether to designate an Economic Revitalization Area. Otherwise this statement must be submitted to the designating body **BEFORE** a person installs the new manufacturing equipment and/or research and development equipment, and/or logistical distribution equipment and/or information technology equipment for which the person wishes to claim a deduction. "Projects" planned or committed to after July 1, 1987, and areas designated after July 1, 1987, require a STATEMENT OF BENEFITS. (IC 6-1.1-12.1)
2. Approval of the designating body (City Council, Town Board, County Council, etc.) must be obtained prior to installation of the new manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment, **BEFORE** a deduction may be approved
3. To obtain a deduction, a person must file a certified deduction schedule with the person's personal property return on a certified deduction schedule (Form 103-ERA) with the township assessor of the township where the property is situated. The 103-ERA must be filed between March 1 and May 15 of the assessment year in which new manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment is installed and fully functional, unless a filing extension has been obtained. A person who obtains a filing extension must file the form between March 1 and the extended due date of that year.
4. Property owners whose Statement of Benefits was approved after June 30, 1991, must submit Form CF-1 / PP annually to show compliance with the Statement of Benefits. (IC 6-1.1-12.1-5.6)
5. The schedules established under IC 6-1.1-12.1-4.5(d) and (e) apply to equipment installed after March 1, 2001. For equipment installed prior to March 2, 2001, the schedules and statutes in effect at the time shall continue to apply. (IC 6-1.1-12.1-4.5(f) and (g))

SECTION 1		TAXPAYER INFORMATION						
Name of taxpayer Berry Plastics Corp								
Address of taxpayer (number and street, city, state, and ZIP code) 101 Oakley Street Evansville, IN 47710								
Name of contact person Kevin Wilson		Telephone number (812) 306-2947						
SECTION 2		LOCATION AND DESCRIPTION OF PROPOSED PROJECT						
Name of designating body		Resolution number (s)						
Location of property 101 Oakley Street Evansville, IN 47710		County Vanderburgh	DLGF taxing district number					
Description of manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment. (use additional sheets if necessary) \$25mm existing equipment moved into the state plus \$11mm new printing equipment		ESTIMATED						
		START DATE		COMPLETION DATE				
		Manufacturing Equipment	01/01/2014	06/30/2014				
		R & D Equipment						
		Logist Dist Equipment						
IT Equipment								
SECTION 3		ESTIMATE OF EMPLOYEES AND SALARIES AS RESULT OF PROPOSED PROJECT						
Current number 2041	Salaries 22.71	Number retained 2041	Salaries 22.71	Number additional 280	Salaries 18.50			
SECTION 4		ESTIMATED TOTAL COST AND VALUE OF PROPOSED PROJECT						
NOTE: Pursuant to IC 6-1.1-12.1-5.1 (d) (2) the COST of the property is confidential.	MANUFACTURING EQUIPMENT		R & D EQUIPMENT		LOGIST DIST EQUIPMENT		IT EQUIPMENT	
	COST	ASSESSED VALUE	COST	ASSESSED VALUE	COST	ASSESSED VALUE	COST	ASSESSED VALUE
Current values	283471064.00	57799420.00						
Plus estimated values of proposed project	36000000.00							
Less values of any property being replaced								
Net estimated values upon completion of project	319471064.00							
SECTION 5		WASTE CONVERTED AND OTHER BENEFITS PROMISED BY THE TAXPAYER						
Estimated solid waste converted (pounds) _____		Estimated hazardous waste converted (pounds) _____						
Other benefits:								
SECTION 6		TAXPAYER CERTIFICATION						
I hereby certify that the representations in this statement are true.								
Signature of authorized representative MARK MILES		Title CEO	Date signed (month, day, year) 12/23/13					

FOR USE OF THE DESIGNATING BODY

We have reviewed our prior actions relating to the designation of this economic revitalization area and find that the applicant meets the general standards adopted in the resolution previously approved by this body. Said resolution, passed under IC 6-1.1-12.1-2.5, provides for the following limitations as authorized under IC 6-1.1-12.1-2.

A. The designated area has been limited to a period of time not to exceed 3 calendar years * (see below). The date this designation expires is 12/23/2016.

B. The type of deduction that is allowed in the designated area is limited to:

- | | | |
|--|---|-----------------------------|
| 1. Installation of new manufacturing equipment; | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2. Installation of new research and development equipment; | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 3. Installation of new logistical distribution equipment; | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 4. Installation of new information technology equipment; | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |

C. The amount of deduction applicable to new manufacturing equipment is limited to \$ N/A cost with an assessed value of \$ N/A.

D. The amount of deduction applicable to new research and development equipment is limited to \$ _____ cost with an assessed value of \$ N/A.

E. The amount of deduction applicable to new logistical distribution equipment is limited to \$ N/A cost with an assessed value of \$ N/A.

F. The amount of deduction applicable to new information technology equipment is limited to \$ N/A cost with an assessed value of \$ N/A.

G. Other limitations or conditions (specify) N/A

H. The deduction for new manufacturing equipment and/or new research and development equipment and/or new logistical distribution equipment and/or new information technology equipment installed and first claimed eligible for deduction on or after July 1, 2000, is allowed for:

- | | |
|-------------------------------------|---|
| <input type="checkbox"/> 1 year | <input type="checkbox"/> 6 years |
| <input type="checkbox"/> 2 years | <input type="checkbox"/> 7 years |
| <input type="checkbox"/> 3 years | <input type="checkbox"/> 8 years |
| <input type="checkbox"/> 4 years | <input type="checkbox"/> 9 years |
| <input type="checkbox"/> 5 years ** | <input checked="" type="checkbox"/> 10 years ** |

** For ERA's established prior to July 1, 2000, only a 5 or 10 year schedule may be deducted.

Also we have reviewed the information contained in the statement of benefits and find that the estimates and expectations are reasonable and have determined that the totality of benefits is sufficient to justify the deduction described above.

Approved: (signature and title of authorized member)

Telephone number

Date signed (month, day, year)

Attested by:

Designated body

* If the designating body limits the time period during which an area is an economic revitalization area, it does not limit the length of time a taxpayer is entitled to receive a deduction to a number of years designated under IC 6-1.1-12.1-4.5

City of Evansville, IN
Tax Phase-in Application Scoring

Real Property

Company Name: Berry Plastics Corporation

Application Date: 12/23/2013

1. Investment or percent of assets -choose higher points (25 points maximum) 25

Up to \$500,000	0 - 5%	5 points
\$500,001 to \$1 million	6 - 10%	10 points
\$1,000,001 to \$3 million	11 - 15%	15 points
\$3,000,001 to \$5 million	16 - 20%	20 points
\$5 million +	more than 20%	25 points

2. Anticipated new Full Time employment within 5 years (25 points maximum) 25

5 to 20 employees	5 points
21 to 40 employees	10 points
41 to 60 employees	15 points
61 to 80 employees	20 points
81 employees +	25 points

3. If tax phase-in is not granted, how many current jobs would be lost or jeopardized? (30 points maximum) 30

1 to 10 employees	10 points
11 to 20 employees	15 points
21 to 30 employees	20 points
31 to 40 employees	25 points
41 employees +	30 points

4. Wage level - The average county wage = \$18.05/hr for Vanderburgh County determined by Indiana Department Workforce Development. (20 points maximum) 7

= Vanderburgh Co. average wages (+/- 5%)	3 points
6% to 19% > Vanderburgh Co. average wages	7 points
20% > Vanderburgh Co. average wages	10 points
Value of benefits is => 15% of base pay	10 points

5. Use, reuse, rehabilitation and/or expansion of an existing facility. (15 points maximum) 15

6. Targeted Business - The applicant is deemed a "good fit" for Evansville/Vanderburgh County (i.e. environmentally friendly, high technology industry, enhances economic diversification.) (5 points maximum) 5

7. Appropriate location - Investment made in a targeted area such as a Redevelopment Area or Urban Enterprise Zone, and in an appropriate location as determined by the Comprehensive Area Plan. (5 points maximum) 5

8. Company involvement in, and support for, neighborhood and community activities. (5 points maximum) 5

9. Economic need for, and impact of, requested phase-in. (5 points maximum) 0

Total Points 117

Years 10

SCORING	Max. Length of Deduction
10 or less points	1 year
11 to 20 points	2 years
21 to 30 points	3 years
31 to 40 points	4 years
41 to 50 points	5 years
51 to 60 points	6 years
61 to 70 points	7 years
71 to 80 points	8 years
81 to 90 points	9 years
91+ points	10 years

City of Evansville, IN
Tax Phase-in Application Scoring

Personal Property

Company Name: Berry Plastics Corporation

Application Date: 12/23/2013

1. Investment or percent of assets -choose higher points (25 points maximum)

25

Up to \$250,000	0 - 5%	5 points
\$250,001 to \$500,000	6 - 10%	10 points
\$500,001 to \$1 million	11 - 15%	15 points
\$1,000,001 to \$2 million	16 - 20%	20 points
\$2 million +	more than 20%	25 points

2. Anticipated new Full Time employment within 5 years. (25 points maximum)

25

5 to 20 employees	5 points
21 to 40 employees	10 points
41 to 60 employees	15 points
61 to 80 employees	20 points
81 employees +	25 points

3. If tax phase-in is not granted, how many current jobs would be lost or jeopardized? (30 points maximum)

30

1 to 10 employees	10 points
11 to 20 employees	15 points
21 to 30 employees	20 points
31 to 40 employees	25 points
41 employees +	30 points

4. Wage level - The average county wage = \$18.05/hr for Vanderburgh County determined by Indiana Department Workforce Development. (20 points maximum)

7

= Vanderburgh Co. average wages (+/- 5%)	3 points
6% to 19% > Vanderburgh Co. average wages	7 points
20% > Vanderburgh Co. average wages	10 points
Value of benefits is >= 15% of base pay	10 points

5. Use, reuse, rehabilitation and/or expansion of an existing facility. (15 points maximum)

15

6. Targeted Business - The applicant is deemed a "good fit" for Evansville/Vanderburgh County (i.e. environmentally friendly, high technology industry, enhances economic diversification.) (5 points maximum)

5

7. Appropriate location - Investment made in a targeted area such as a Redevelopment Area or Urban Enterprise Zone, and in an appropriate location as determined by the Comprehensive Area Plan. (5 points maximum)

5

8. Company involvement in, and support for, neighborhood and community activities. (5 points maximum)

5

9. Economic need for, and impact of, requested phase-in. (5 points maximum)

5

Total Points

122

SCORING	Max. Length of Deduction
10 or less points	1 year
11 to 20 points	2 years
21 to 30 points	3 years
31 to 40 points	4 years
41 to 50 points	5 years
51 to 60 points	6 years
61 to 70 points	7 years
71 to 80 points	8 years
81 to 90 points	9 years
91+ points	10 years

Years

10

